

MISSOURI COURT OF APPEALS EASTERN DISTRICT
OPINION SUMMARY

DANIEL R. MCGUIRE,)	No. ED102773
)	
Respondent,)	Appeal from the Circuit Court
)	of the City of St. Louis
vs.)	
)	
JAMES J. LINDSAY, SUSAN J. GRAY,)	Hon. Robert H. Dierker
MAC MEETINGS & EVENTS, L.L.C., and)	
1509 NORTH BROADWAY, L.L.C.,)	
)	
Appellants.)	FILED: May 17, 2016

Appellants (referred to collectively as “Lindsay”) appeal the judgment of the trial court entered after a bench trial. Daniel McGuire (“McGuire”), James Lindsay (“Lindsay”), and Susan Gray (“Gray”) are the three Members of MAC Meetings & Events, L.L.C. (“MAC”). The trial court found that Lindsay and Gray, as the two Managers of MAC, breached MAC’s plain and unambiguous Operating Agreement by making Lindsay a salaried employee. The bulk of Lindsay’s appeal focuses on two issues. First, Lindsay argues that Rule 68.01(d) required the trial court to administer an oath to the Special Master in this case before the Special Master started his accounting of MAC’s books. Because the oath was administered after the Special Master submitted his initial report, Lindsay contends that the trial court committed reversible error by relying on the Special Master’s report. Second, Lindsay argues that the trial court erred in interpreting MAC’s Operating Agreement, and that the correct interpretation allows the Managers of MAC to hire Members of MAC as employees. Lindsay also raises two points arguing that the trial court erred in admitting parol evidence and hearsay into evidence at trial.

AFFIRMED.

DIVISION FOUR HOLDS: Because the trial court complied with the explicit requirements of Rule 68.01(d) in administering the oath to the Special Master, the trial court did not commit reversible error in subsequently relying on the Special Master’s report. Because MAC’s Operating Agreement unambiguously prohibits Lindsay—a Member of MAC—from receiving sums of money for his services, the trial court did not err in interpreting the Operating Agreement to preclude Lindsay from becoming a salaried employee. Finally, assuming arguendo that the trial court improperly admitted parol evidence and hearsay, such evidence was harmless because other competent and substantial evidence supported the trial court’s judgment.

Opinion by: Kurt S. Odenwald, Judge Angela T. Quigless, J., and Lisa P. Page, J., concur.

Attorney for Appellant: Anthony R. Behr and Brandon A. DeWitt

Attorney for Respondent: Gerard T. Carmody, Kevin M. Cushing, and Colin M. Luoma

THIS SUMMARY IS NOT PART OF THE OPINION OF THE COURT. IT HAS BEEN PREPARED FOR THE CONVENIENCE OF THE READER AND SHOULD NOT BE QUOTED OR CITED.
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